

Supplement No. 2 dated 14 August 2026

This supplement (the "**Supplement**") constitutes a supplement to the base prospectus dated 5 May 2026 as supplemented by the first supplement dated 3 August 2026 (the "**Prospectus**") for the purposes of Article 23 (1) of Regulation (EU) No 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended (the "**Prospectus Regulation**") relating to the



RAIFFEISEN BANK S.A.

(a joint-stock company organised and functioning in accordance with the laws of Romania, administrated in a dualist system, with its registered office at 246D Calea Floreasca, FCC Office Building, Bucharest 1st District, Romania, registered with the Trade Registry under no. J1991000044406, EUID ROONRC.J1991000044406, sole registration code 361820, registered with the Credit Institutions Registry held by the National Bank of Romania under number RB-PJR-40-009 as of 18 February 1999, subscribed and paid-in share capital of RON 1,200,000,000)

EUR 2,500,000,000 Euro Medium Term Note Programme for the issue of Notes

This Supplement has been approved by the *Commission de Surveillance du Secteur Financier* of the Grand Duchy of Luxembourg (the "CSSF") in its capacity as competent authority under the Prospectus Regulation and the Luxembourg act relating to prospectuses for securities dated 16 July 2019 (*Loi du 16 juillet 2019 relative aux prospectus pour valeurs mobilières et portant mise en oeuvre du règlement (UE) 2017/1129*, the "**Luxembourg Prospectus Law**"). The CSSF only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or of the quality of the Notes that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the Notes. By approving this Supplement, the CSSF assumes no responsibility as to the economic and financial soundness of the transaction and the quality or solvency of the Issuer pursuant to Article 6 (4) of the Luxembourg Prospectus Law.

The Issuer has requested the CSSF to provide the competent authority in Romania with a certificate of approval in accordance with Article 25 (1) of the Prospectus Regulation attesting that this Supplement has been drawn up in accordance with the Prospectus Regulation and the Luxembourg Prospectus Law. The Issuer may request the CSSF to provide competent authorities in additional Member States within the European Economic Area with further notifications.

This Supplement must be read and construed together with the Prospectus and with any information incorporated by reference herein.

This Supplement will be published in electronic form on the website of the Luxembourg Stock Exchange (www.luxse.com) and on the website of the Issuer (www.raiffeisen.ro). Prospective investors should be aware that any website referred to in this Supplement does not form part of this Supplement and has not been scrutinised or approved by the CSSF. For the avoidance of doubt, the content of the aforementioned websites does not form part of this Supplement and has not been scrutinised or approved by the CSSF.

Terms given a defined meaning in the Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement does not constitute an offer of, or an invitation by or on behalf of any of the Issuer, Raiffeisen Bank International AG or Raiffeisen Bank S.A. in their capacity as dealers (each a "**Dealer**" and, together, the "**Dealers**") or Raiffeisen Bank International AG in its capacity as arranger (the "**Arranger**") to subscribe for, or purchase, any Notes.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new fact, material mistake or material inaccuracy relating to the information included in the Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Prospectus.

The distribution of this Supplement and the offering or sale of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Supplement comes are required by the Issuer and the Dealers to inform themselves about and to observe any such restriction. The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States of America (the "**United States**", "**U.S.**"). The Notes may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act ("**Regulation S**")). The Notes are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a U.S. person, except in certain transactions permitted by U.S. tax regulations. For a description of certain restrictions on offers and sales of the Notes and on the distribution of this Supplement, see "*Subscription and Sale*" of the Prospectus.

IMPORTANT NOTICES

Responsibility for this Supplement

The Issuer accepts responsibility for the information contained in this Supplement and declares that, to the best of its knowledge, the information contained in this Supplement is, in accordance with the facts and this Supplement makes no omission likely to affect its import.

Unauthorised information

No person has been authorised to give any information or to make any representation other than those contained in this Supplement in connection with the issue or sale of the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, the Arranger or any of the Dealers or as approval of the use of this Supplement.

Neither the Arranger, the Dealers nor any other person mentioned in this Supplement (other than the Issuer) has independently verified the information contained in this Supplement thereof, or any Final Terms or any other document incorporated herein by reference. Accordingly, none of these persons makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information contained or incorporated in this Supplement or any other information provided by the Issuer in connection with the Notes. Neither this Supplement nor any other information supplied in connection with the Programme or any Notes nor any other financial statements are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Issuer or the Dealers that any recipient of this Supplement or any recipient of any other information supplied in connection with the Programme or any Notes or any other financial statements should purchase the Notes. Each potential purchaser of Notes should determine for itself the relevance of the information contained in this Supplement and its purchase of Notes should be based upon such investigation as it deems necessary. None of the Dealers undertakes to review the financial condition or affairs of the Issuer during the life of the arrangements contemplated by this Supplement nor to advise any investor or prospective investor in the Notes of any information coming to the attention of any of the Dealers.

SUPPLEMENTAL INFORMATION

The following significant new factors (Article 23 of the Prospectus Regulation) relating to the information included in the Prospectus which are capable of affecting the assessment of the Notes, have arisen:

Increase in Programme Amount

The amount of the Programme ("**Programme Amount**") was increased by EUR 1,500,000,000 in accordance with the Dealer Agreement from EUR 2,500,000,000 to EUR 4,000,000,000.

Any reference in the Prospectus to a Programme Amount of EUR 2,500,000,000 shall be read and considered as reference to the new Programme Amount of EUR 4,000,000,000.